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Signed and Filed: August 15, 2019

Dennis Montali

DENNIS MONTALI
U.S. Bankruptcy Judge

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15 UNITED STATES BANKRUPTCY COURT
16 NORTHERN DISTRICT OF CALIFORNIA
17 SAN FRANCISCO DIVISION

18
19 In re:

20 **PG&E CORPORATION,**

21 - and -

22 **PACIFIC GAS AND ELECTRIC
COMPANY,**

23 **Debtors.**

24 Bankruptcy Case
No. 19-30088 (DM)

25 Chapter 11
(Lead Case)
(Jointly Administered)

26 **ORDER GRANTING DEBTORS' FIRST
OMNIBUS REPORT AND OBJECTION TO
CLAIMS ASSERTED PURSUANT TO
11 U.S.C. § 503(b)(9)**

27 Affects PG&E Corporation
 Affects Pacific Gas and Electric Company
 Affects both Debtors

28 *All papers shall be filed in the Lead Case,
No. 19-30088 (DM).

Upon the Report and First Objection, dated July 8, 2019 [Dkt. No. 2896] (the “**Objection**”),¹ of PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to section 503(b)(9) of title 11 of the United States Code (the “**Bankruptcy Code**”), for an order, to the extent applicable, allowing, reclassifying, and/or expunging in whole or in part each of the 503(b)(9) Claims identified on **Exhibit A** hereto, all as more fully set forth in the Objection; and this Court having jurisdiction to consider the Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District of California (the “**Bankruptcy Local Rules**”); and consideration of the Objection and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and upon consideration of the McWilliams Declaration; and the Court having found and determined that notice of the Objection as provided to the parties listed therein is reasonable and sufficient, and it appearing that no other or further notice need be provided; and this Court having reviewed the Objection; and the Debtors having filed a stipulation, dated July 29, 2019 [Docket No. 3306], extending the deadline to respond to the Objection for the holders of the following 503(b)(9) Claims: 503(b)(9) Claim Nos. 999, 1376, 1379, 2119, 2122, 2165, 2355, 2391, 2445, 2449, 2454, 2477, 2478, 2519, 2530, 2538, 2549, 2556, 2560, 2575, 2577, 2598, 2605, 2610, 2633, 2642, 2645, 2646, 2653, 2655, and 2830 (collectively, the “**Extended 503(b)(9) Claims**”); and the Debtors having received formal responses to the Objection from the holders of the following 503(b)(9) Claims: Petro-Canada America Lubricants, Inc. (503(b)(9) Claim No. 2505) [Docket No. 3263], C.H. Reynolds Electric, Inc. (503(b)(9) Claim No. 2639) [Docket No. 3267], Shiloh IV Lessee, LLC (503(b)(9) Claim No. 2447) [Docket No. 3284], Marsh Landing LLC (503(b)(9) Claim No. 2026) [Docket No. 3286], Global Ampersand LLC (503(b)(9) Claim Nos. 1378 and 1842) [Docket No. 3288], and Hypower, Inc. (503(b)(9)

¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

1 Claim No. 1386) [Docket No. 3315] (collectively, the “**Responses**” and the claims subject to the
2 Responses, the “**Responding 503(b)(9) Claims**,” and, together with the Extended 503(b)(9) Claims,
3 the “**Continued 503(b)(9) Claims**”); and the Debtors having filed a revised proposed Order
4 and Exhibit A [Docket No. 3522], which incorporates certain amendments and revisions to
5 resolve the issues and concerns raised in certain of the Responses, including, but not limited to, the
6 response of U.S. TelePacific Corp. (503(b)(9) Claim Nos. 2509 and 2528) [Docket No. 3313], and
7 incorporates revised treatments with respect to certain of the Responding 503(b)(9) Claims; and this
8 Court having held a hearing on August 14, 2019 with respect to the Objection; and this Court
9 having determined that the legal and factual bases set forth in the Objection establish just cause
10 for the relief granted herein; and upon the record of the hearing and all of the proceedings had
11 before this Court and after due deliberation and sufficient cause appearing therefor,

12 **IT IS HEREBY ORDERED THAT:**

- 13 1. The Objection is granted, as provided herein.
- 14 2. Each of the 503(b)(9) Claims listed on **Exhibit A** hereto is hereby allowed to
15 the extent, and in the amount, listed in the column labeled “Proposed Allowed 503(b)(9) Amount.”
- 16 3. Each of the 503(b)(9) Claims listed on **Exhibit A** hereto is hereby disallowed,
17 to the extent, and in the amount, listed in the column labeled, “Proposed Amount Disallowed and
18 Expunged.”
- 19 4. Each of the 503(b)(9) Claims listed on **Exhibit A** hereto is hereby reclassified
20 as a general unsecured claims, to the extent, and in the amount, listed in the column labeled,
21 “Proposed Amount Reclassified as General Unsecured.”
- 22 5. For the avoidance of doubt, unless otherwise agreed to by the parties and
23 reflected on **Exhibit A** hereto (i) the relief granted herein shall not impact or prejudice any of the
24 Continued 503(b)(9) Claims and all of the parties’ respective rights shall be preserved, and (ii) the
25 Objection remains pending and outstanding with respect to the Continued 503(b)(9) Claims, and
26 shall be subject to a further Order of the Court unless consensually resolved by the parties in
27 accordance with the 503(b)(9) Procedures.

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6. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, LLC, and the Clerk of this Court are authorized to take all actions necessary or appropriate to give effect to this Order.

7. Subject to paragraph 2 above, should one or more of the grounds of the objection stated in the Objection be dismissed, the Debtors' rights to object on other stated grounds or on any other grounds that the Debtors discover during the pendency of these Chapter 11 Cases are further preserved.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

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END OF ORDER